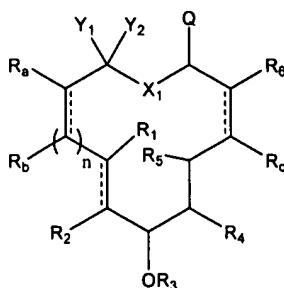


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the above-referenced application.

1. **(Original)** A pharmaceutical composition comprising:
a pharmaceutically acceptable carrier, adjuvant or vehicle; and
a therapeutically effective amount of a compound having the structure:



(I)

or pharmaceutically acceptable salt thereof;

wherein **R₁** and **R₂** are each independently hydrogen, halogen, -CN, -S(O)₁₋₂R^{1A}, -NO₂, -COR^{1A}, -CO₂R^{1A}, -NR^{1A}C(=O)R^{1B}, -NR^{1A}C(=O)OR^{1B}, -CONR^{1A}R^{1B}, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or -WR^{1A}; wherein W is independently -O-, -S- or -NR^{1C}-, wherein each occurrence of R^{1A}, R^{1B} and R^{1C} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or **R₁** and **R₂**, taken together with the carbon atoms to which they are attached, form an alicyclic, heteroalicyclic, aryl or heteroaryl moiety;

R₃ is hydrogen, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or a prodrug moiety or an oxygen protecting group;

R₄ is halogen, -OR^{4A}, -OC(=O)R^{4A} or -NR^{4A}R^{4B}; wherein R^{4A} and R^{4B} are independently hydrogen, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; a prodrug moiety, a nitrogen protecting group or an oxygen protecting group; or R^{4A} and R^{4B},

taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety;

R_5 is hydrogen, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety;

R_6 is hydrogen, halogen, $-CN$, $-S(O)_{1-2}R^{6A}$, $-NO_2$, $-COR^{6A}$, $-CO_2R^{6A}$, $-NR^{6A}C(=O)R^{6B}$, $-NR^{6A}C(=O)OR^{6B}$, $-CONR^{6A}R^{6B}$, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{6A}$; wherein W is independently $-O-$, $-S-$ or $-NR^{6C}-$, wherein each occurrence of R^{6A} , R^{6B} and R^{6C} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or R_6 and R_c , taken together with the carbon atoms to which they are attached, form an alicyclic, heteroalicyclic, aryl or heteroaryl moiety;

R_a and each occurrence of R_b are independently hydrogen, halogen, $-CN$, $-S(O)_{1-2}R^{a1}$, $-NO_2$, $-COR^{a1}$, $-CO_2R^{a1}$, $-NR^{a1}C(=O)R^{a2}$, $-NR^{a1}C(=O)OR^{a2}$, $-CONR^{a1}R^{a2}$, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{a1}$; wherein W is independently $-O-$, $-S-$ or $-NR^{a3}-$, wherein each occurrence of R^{a1} , R^{a2} and R^{a3} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or R_a and the adjacent occurrence of R_b , taken together with the carbon atoms to which they are attached, form an alicyclic, heteroalicyclic, aryl or heteroaryl moiety;

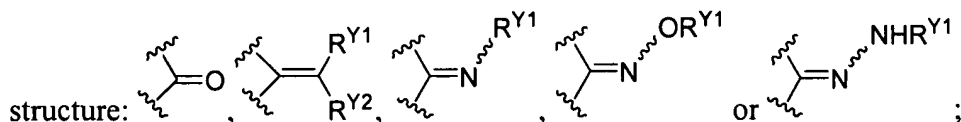
R_c is hydrogen, halogen, $-CN$, $-S(O)_{1-2}R^{c1}$, $-NO_2$, $-COR^{c1}$, $-CO_2R^{c1}$, $-NR^{c1}C(=O)R^{c2}$, $-NR^{c1}C(=O)OR^{c2}$, $-CONR^{c1}R^{c2}$; an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{c1}$; wherein W is independently $-O-$, $-S-$ or $-NR^{c3}-$, wherein each occurrence of R^{c1} , R^{c2} and R^{c3} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or R_c and R_6 , taken together with the carbon atoms to which they are attached, form an alicyclic, heteroalicyclic, aryl or heteroaryl moiety;

n is an integer from 1 to 5;

X_1 is O , S , NR^{X1} or $CR^{X1}R^{X2}$, wherein R^{X1} and R^{X2} are independently hydrogen, halogen, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or a nitrogen protecting group;

Q is hydrogen, halogen, -CN, -S(O)₁₋₂R^{Q1}, -NO₂, -COR^{Q1}, -CO₂R^{Q1}, -NR^{Q1}C(=O)R^{Q2}, -NR^{Q1}C(=O)OR^{Q2}, -CONR^{Q1}R^{Q2}, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or -WR^{Q1}; wherein W is independently -O-, -S- or -NR^{Q3}-, wherein each occurrence of R^{Q1}, R^{Q2} and R^{Q3} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; and

Y₁ and **Y₂** are independently hydrogen, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or -WR^{Y1}; wherein W is independently -O-, -S- or -NR^{Y2}-, wherein each occurrence of R^{Y1} and R^{Y2} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or **Y₁** and **Y₂** together with the carbon atom to which they are attached form a moiety having the



whereby the composition is formulated for administration to a subject at a dosage between about 0.1 mg/kg to about 50 mg/kg of body weight.

2. **(Original)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.

3. **(Original)** The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.

4. **(Original)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.

5. **(Original)** The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.

6. **(Original)** The composition of claim 1, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.

7. **(Original)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.

8. **(Original)** The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.

9. **(Original)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.

10. **(Original)** The composition of claim 1, wherein the dosage is 10 mg/kg or greater of body weight.

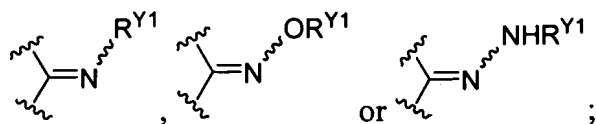
11. **(Original)** The composition of claim 1, wherein:

R₁ and **R₂** are each independently hydrogen or substituted or unsubstituted lower alkyl; or **R₁** and **R₂**, taken together with the carbon atoms to which they are attached, form an epoxide, an aziridine or a substituted or unsubstituted cyclopropyl moiety;

R₃ is hydrogen, or substituted or unsubstituted lower alkyl or aryl; a prodrug moiety or an oxygen protecting group;

R₄ is halogen, -OR^{4A}, -OC(=O)R^{4A} or -NR^{4A}R^{4B}; wherein R^{4A} and R^{4B} are independently hydrogen, or substituted or unsubstituted lower alkyl; a prodrug moiety, a nitrogen protecting group or an oxygen protecting group; or R^{4A} and R^{4B}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or R₄, taken together with the

carbon atom to which it is attached forms a moiety having the structure:



R₅ and **R₆** are each independently hydrogen or substituted or unsubstituted lower alkyl; or **R₆** and **R_c**, taken together with the carbon atoms to which they are attached, form an epoxide, an aziridine or a substituted or unsubstituted cyclopropyl moiety;

R_a and each occurrence of **R_b** are independently hydrogen, halogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety, or $-WR^{a1}$; wherein **W** is independently -O-, -S- or $-NR^{a3}$ -, wherein each occurrence of R^{a1} , and R^{a3} is independently hydrogen, or an alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; or **R_a** and the adjacent occurrence of **R_b**, taken together, form an epoxide, an aziridine or a substituted or unsubstituted cyclopropyl moiety;

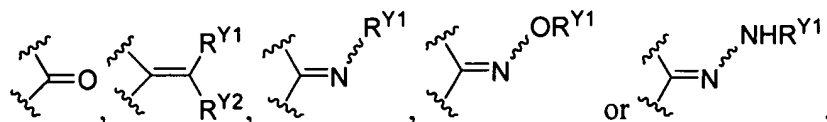
R_c is hydrogen, halogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety, or $-WR^{c1}$; wherein **W** is independently -O-, -S- or $-NR^{c3}$ -, wherein each occurrence of R^{c1} and R^{c3} is independently hydrogen, or an alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; or **R_c** and **R₆**, taken together with the carbon atoms to which they are attached, form an epoxide, an aziridine or a substituted or unsubstituted cyclopropyl moiety;

n is an integer from 1 to 5;

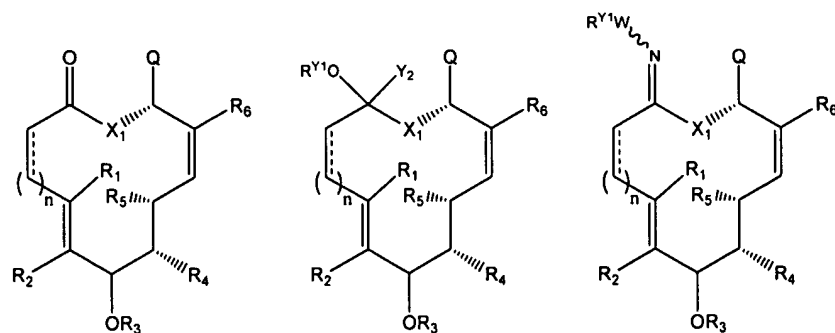
X₁ is O, S, NR^{X1} or $CR^{X1}R^{X2}$; wherein R^{X1} and R^{X2} are independently hydrogen, halogen, substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl, or a nitrogen protecting group;

Q is hydrogen, halogen, $-CN$, $-S(O)_{1-2}R^{Q1}$, $-NO_2$, $-COR^{Q1}$, $-CO_2R^{Q1}$, $-NR^{Q1}C(=O)R^{Q2}$, $-NR^{Q1}C(=O)OR^{Q2}$, $-CONR^{Q1}R^{Q2}$, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{Q1}$; wherein **W** is independently -O-, -S- or $-NR^{Q3}$ -, wherein each occurrence of R^{Q1} , R^{Q2} and R^{Q3} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety;

Y_1 and Y_2 are independently hydrogen, an alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; or $-WR^{Y1}$; wherein W is independently -O-, -S- or $-NR^{Y2}$, wherein each occurrence of R^{Y1} and R^{Y2} is independently hydrogen, or an alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; or Y_1 and Y_2 together with the carbon atom to which they are attached form a moiety having the structure:

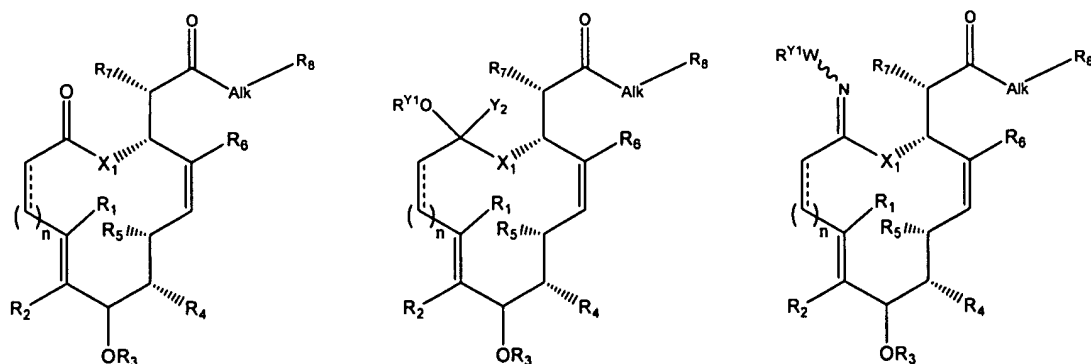


12. **(Original)** The composition of claim 1, wherein R_a , R_b and R_c are each hydrogen, and the compound has one of the following structures:



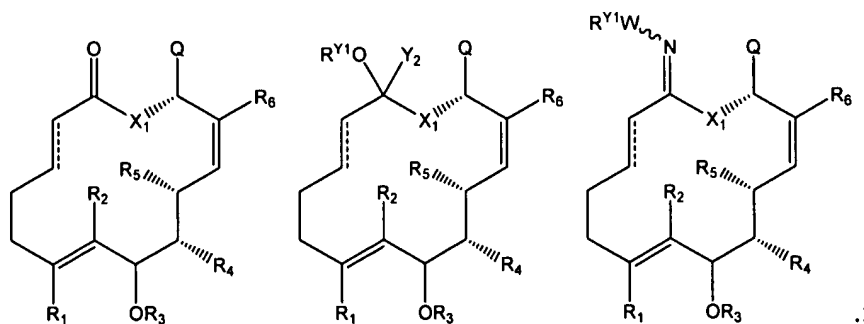
wherein R_1 - R_6 , Y_2 , X_1 , n and Q are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety.

13. **(Original)** The composition of claim 1, wherein R_a , R_b and R_c are each hydrogen, Q is a carbonyl-containing moiety and the compound has one of the following structures:



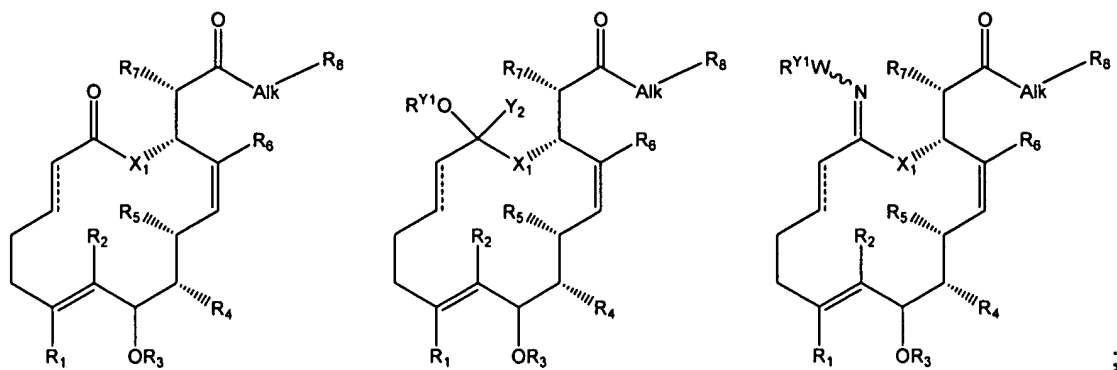
wherein R_1 - R_6 , Y_2 , X_1 , and n are as defined in claim 1; W is O or NH ; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; R_7 is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; and Alk is a substituted or unsubstituted C_{0-6} alkylidene or C_{0-6} alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO , CO_2 , $COCO$, $CONR^{Z1}$, ONR^{Z1} , $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO , SO_2 , $NR^{Z1}SO_2$, SO_2NR^{Z1} , $NR^{Z1}SO_2NR^{Z2}$, O , S , or NR^{Z1} ; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

14. **(Original)** The composition of claim 1, wherein R_a , R_b and R_c are each hydrogen, n is 3 and the compound has one of the following structures:



wherein R_1 - R_6 , Y_2 , Q and X_1 are as defined in claim 1; W is O or NH ; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety.

15. **(Original)** The composition of claim 1, wherein R_a , R_b and R_c are each hydrogen, n is 3, Q is a carbonyl-containing moiety, and the compound has one of the following structures:



wherein R_1 - R_6 , X_1 and Y_2 are as defined in claim 1; W is O or NH; R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; R_7 is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; and Alk is a substituted or unsubstituted C_{0-6} alkylidene or C_{0-6} alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO_2 , COCO, $CONR^{Z1}$, $CONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO, SO_2 , $NR^{Z1}SO_2$, SO_2NR^{Z1} , $NR^{Z1}SO_2NR^{Z2}$, O, S, or NR^{Z1} ; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; and R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety.

16. **(Currently Amended)** The composition of ~~any one of claims 1 and 11-15~~ claim 1, wherein R_1 and R_2 are each hydrogen.

17. **(Currently Amended)** The composition of ~~any one of claims 1 and 11-15~~ claim 1, wherein R_5 and R_6 are each methyl.

18. **(Currently Amended)** The composition of ~~any one of claims 1 and 11-15~~ claim 1, wherein R_3 is lower alkyl.

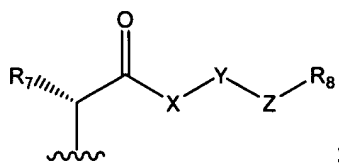
19. **(Original)** The composition of claim 18, wherein R_3 is methyl.

20. **(Currently Amended)** The composition of ~~any one of claims 1 and 11-15~~ claim 1, wherein R₄ is OH, NH₂ or halogen.

21. **(Original)** The composition of claim 13 or 15, wherein R₇ is lower alkyl.

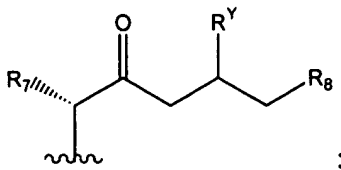
22. **(Original)** The composition of claim 21, wherein R₇ is methyl.

23. **(Currently Amended)** The composition of ~~any one of claims 1, 11-12 and 14~~ claim 1, wherein Q has the structure:



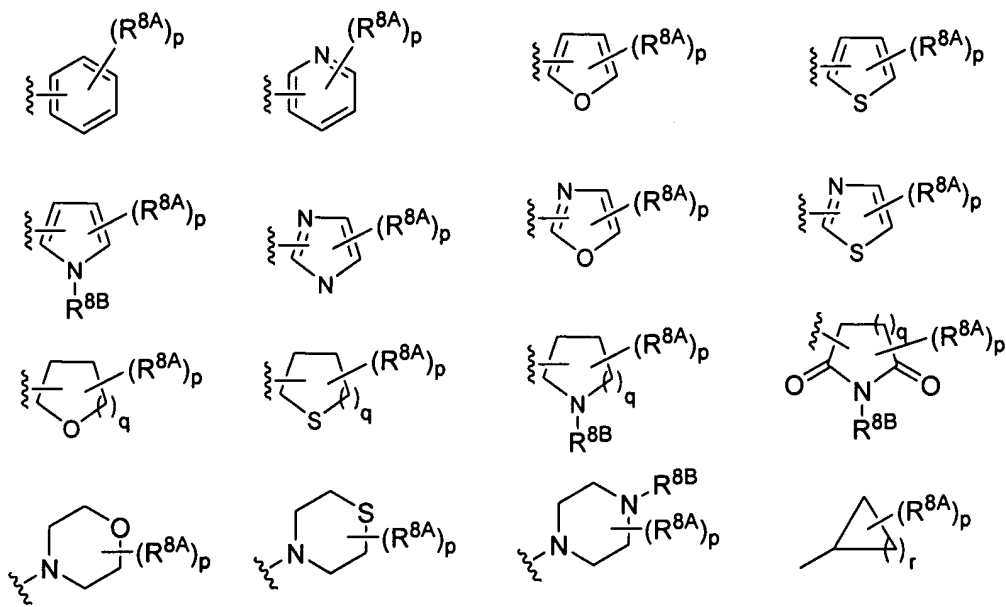
wherein R₇ is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R₈ is a substituted or unsubstituted carbocyclic, heterocyclic, aryl or heteroaryl moiety; and X, Y and Z are independently a bond, -O-, -S-, -C(=O)-, -NR^{Z1}-, -CHOR^{Z1}, -CHNR^{Z1}R^{Z2}, C=S, C=N(R^{Y1}) or -CH(Hal); or a substituted or unsubstituted C₀₋₆alkylidene or C₀₋₆alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO₂, COCO, CONR^{Z1}, OCONR^{Z1}, NR^{Z1}NR^{Z2}, NR^{Z1}NR^{Z2}CO, NR^{Z1}CO, NR^{Z1}CO₂, NR^{Z1}CONR^{Z2}, SO, SO₂, NR^{Z1}SO₂, SO₂NR^{Z1}, NR^{Z1}SO₂NR^{Z2}, O, S, or NR^{Z1}; wherein Hal is a halogen selected from F, Cl, Br and I; and each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; or R^{Z1} and R^{Z2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety; and pharmaceutically acceptable derivatives thereof.

24. **(Original)** The composition of claim 23, wherein Q has the structure:



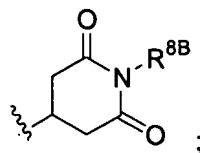
wherein R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R_8 is a substituted or unsubstituted carbocyclic, heterocyclic, aryl or heteroaryl moiety; and R^Y is hydrogen, halogen, $-OR^{Y1}$ or $-NR^{Y1}NR^{Y2}$; wherein R^{Y1} and R^{Y2} are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2} , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

25. **(Currently Amended)** The composition of ~~any one of claims 13, 15, 23 and 24~~ claim 13, wherein R_8 is one of:



wherein p is an integer from 0 to 5; q is 1 or 2, r is an integer from 1 to 6; each occurrence of R^{8A} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl, $-(alkyl)aryl$ or $-(alkyl)heteroaryl$, $-OR^{8C}$, $-SR^{8C}$, $-N(R^{8C})_2$, $-SO_2N(R^{8C})_2$, $-(C=O)N(R^{8C})_2$, halogen, $-CN$, $-NO_2$, $-(C=O)OR^{8C}$, $-N(R^{8C})(C=O)R^{8D}$, wherein each occurrence of R^{8C} and R^{8D} is independently hydrogen, lower alkyl, lower heteroalkyl, aryl, heteroaryl, $-(alkyl)aryl$ or $-(alkyl)heteroaryl$; and each occurrence of R^{8B} is independently hydrogen or lower alkyl.

26. **(Original)** The composition of claim 25, wherein R_8 has the structure:



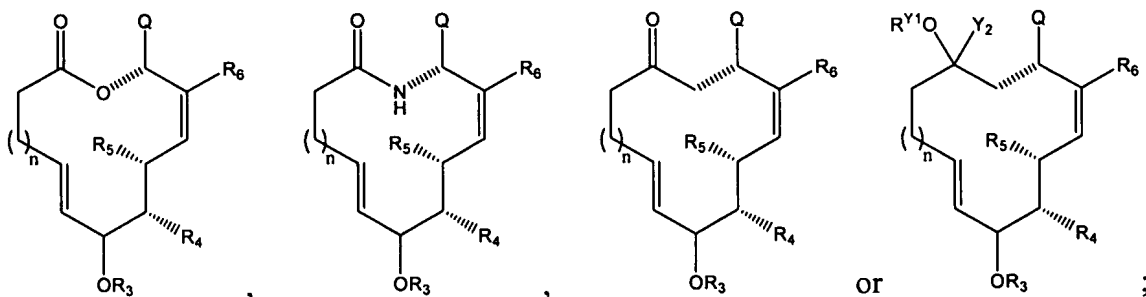
wherein R^{8B} is hydrogen or lower alkyl.

27. **(Currently Amended)** The composition of claim 1, ~~11, 12 or 13~~, wherein n is 3.

28. **(Currently Amended)** The composition of claim 12, ~~13, 14 or 15~~, wherein Y₁ is OR^{Y1} and Y₂ is lower alkyl; wherein R^{Y1} is hydrogen or lower alkyl.

29. **(Original)** The composition of claim 28, wherein Y₁ is OH and Y₂ is CF₃.

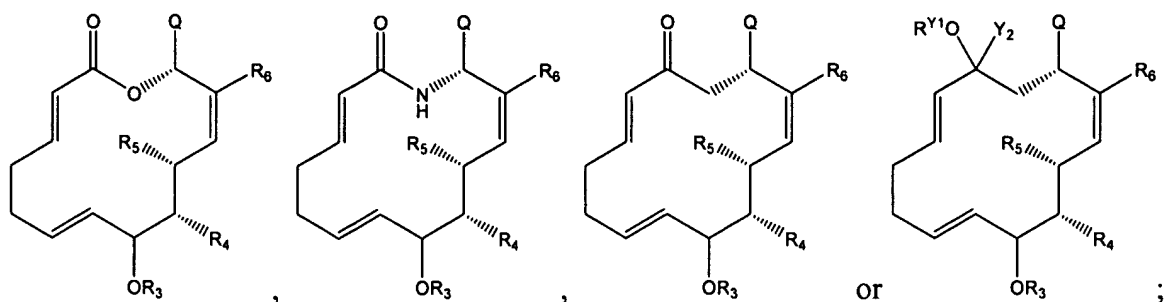
30. **(Original)** The composition of claim 11 wherein R_a, R_b and R_c are each hydrogen, and the compound has one of the structures:



or pharmaceutically acceptable derivative thereof;

wherein R₃-R₆, n and Q are as defined in claim 1; and Y₂ and R^{Y1} are independently hydrogen or lower alkyl.

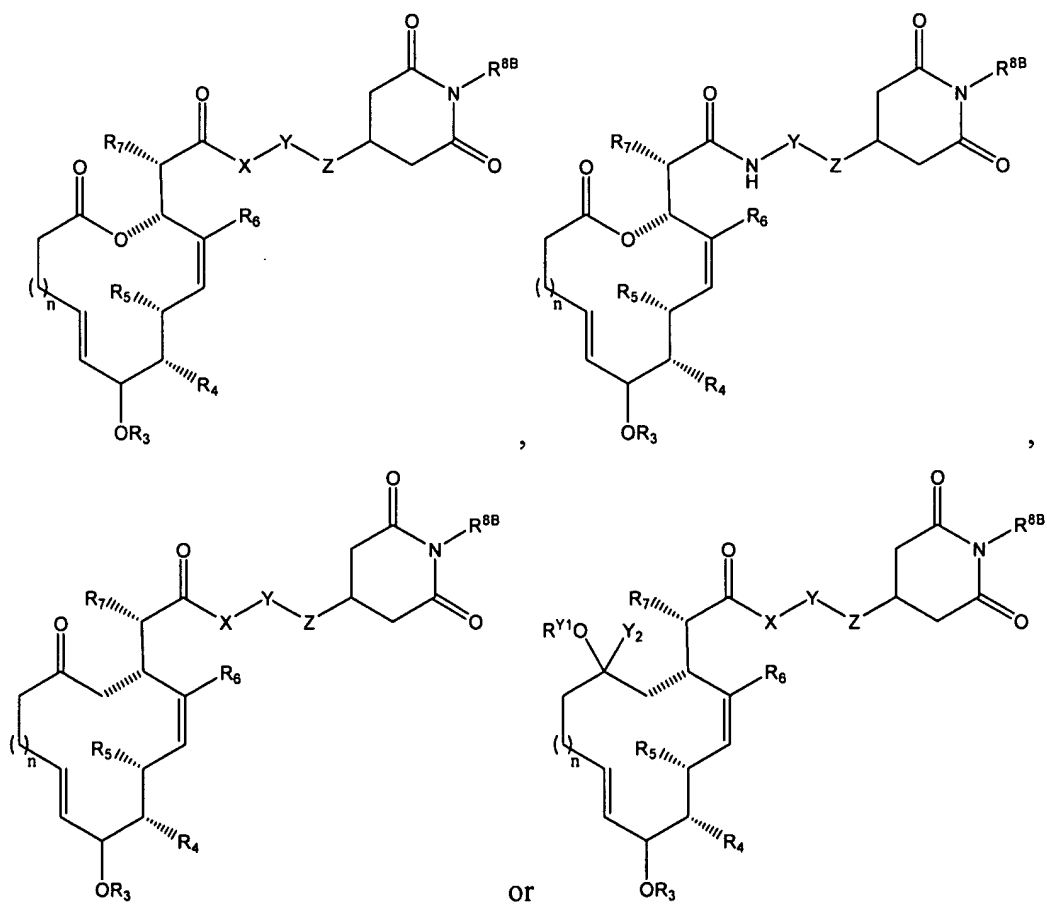
31. **(Original)** The composition of claim 1 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 and Q are as defined in claim 11; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

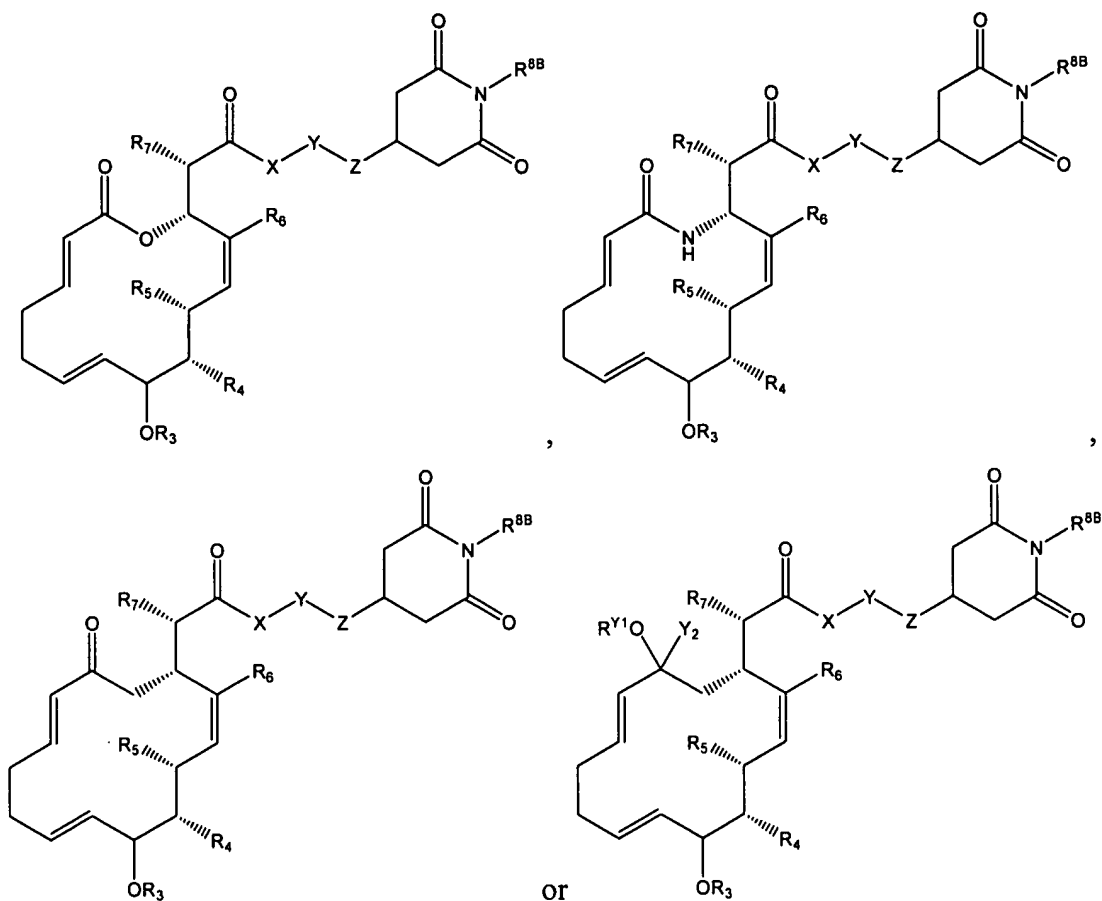
32. **(Original)** The composition of claim 11 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X , Y and Z are independently a bond, $-O-$, $-S-$, $-C(=O)-$, $-NR^{Z1}-$, $-CHOR^{Z1}$, $-CHNR^{Z1}R^{Z2}$, $C=S$, $C=N(R^{Y1})$ or $-CH(Hal)$; or a substituted or unsubstituted C_{0-6} alkylidene or C_{0-6} alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO , CO_2 , $COCO$, $CONR^{Z1}$, $OCONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO , SO_2 , $NR^{Z1}SO_2$, SO_2NR^{Z1} , $NR^{Z1}SO_2NR^{Z2}$, O , S , or NR^{Z1} ; wherein Hal is a halogen selected from F , Cl , Br and I ; and each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; or R^{Z1} and R^{Z2} , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

33. **(Original)** The composition of claim 11 wherein the compound has the structure:

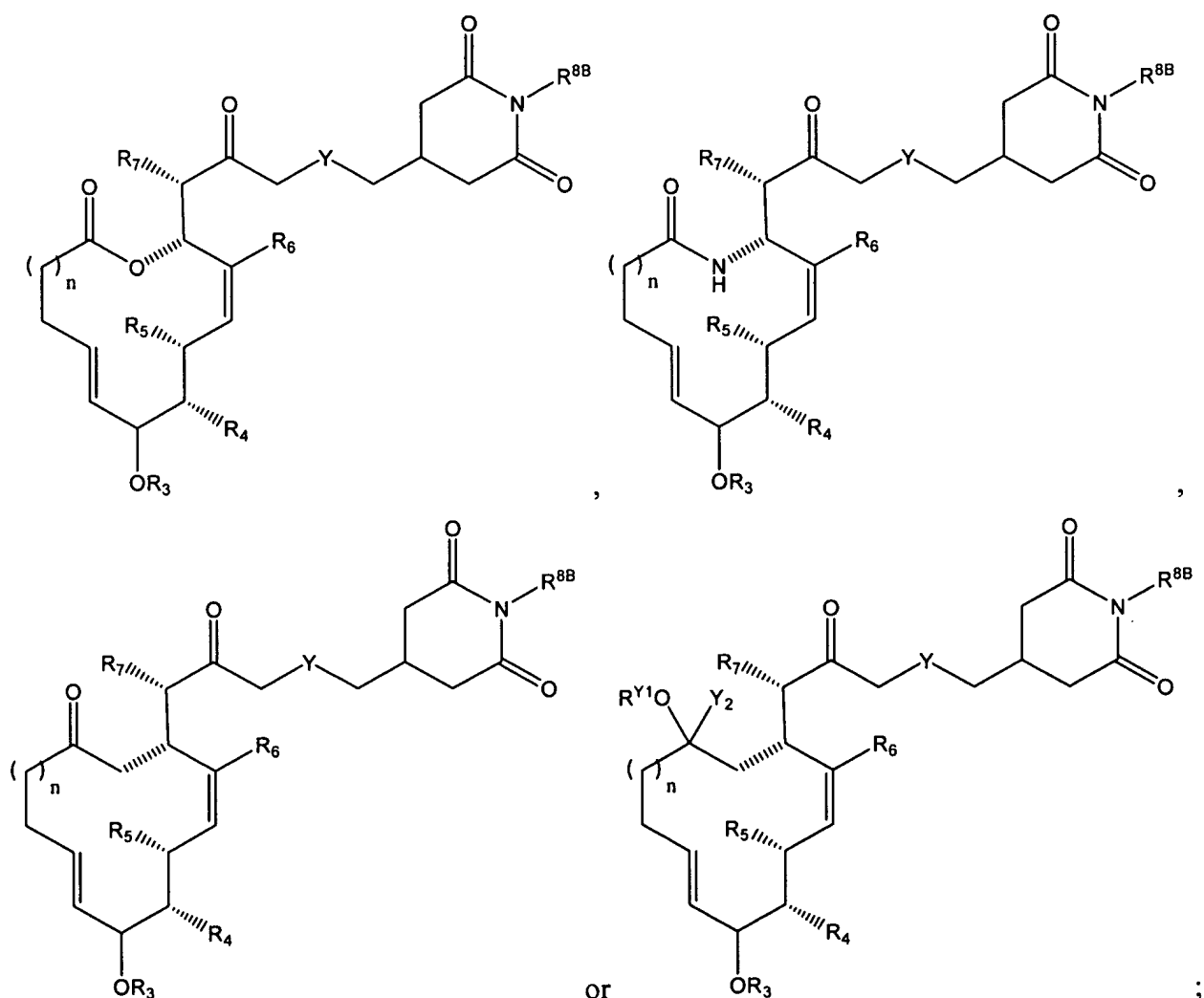


or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X , Y and Z are independently a bond, $-O-$, $-S-$, $-C(=O)-$, $-NR^{Z1}-$, $-CHOR^{Z1}$, $-CHNR^{Z1}R^{Z2}$, $C=S$, $C=N(R^{Y1})$ or $-CH(Hal)$; or a substituted or unsubstituted C_{0-6} alkylidene or C_{0-6} alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO , CO_2 , $COCO$, $CONR^{Z1}$, $OCONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO , SO_2 , $NR^{Z1}SO_2$, SO_2NR^{Z1} , $NR^{Z1}SO_2NR^{Z2}$, O , S , or NR^{Z1} ; wherein Hal is a halogen selected from F , Cl , Br and I ; and each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; or R^{Z1} and R^{Z2} , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

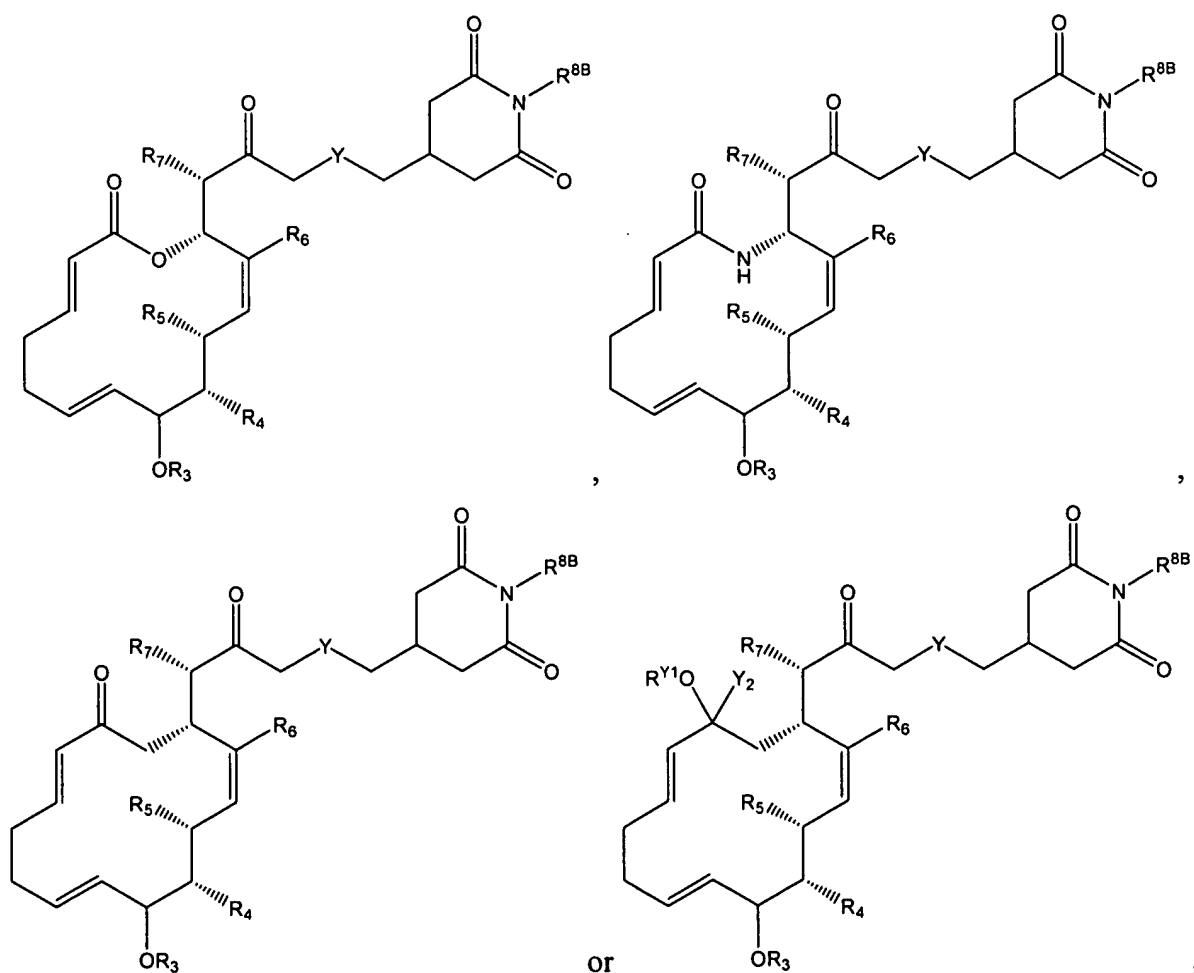
34. **(Original)** The composition of claim 32 or 33, wherein $-X-Y-Z$ together represents the moiety $-\text{CH}_2-\text{Y}-\text{CH}_2-$; wherein Y is $-\text{CHOR}^{\text{Y1}}$, $-\text{CHNR}^{\text{Y1}}\text{R}^{\text{Y2}}$, $\text{C}=\text{O}$, $\text{C}=\text{S}$, $\text{C}=\text{N}(\text{R}^{\text{Y1}})$ or $-\text{CH}(\text{Hal})$; wherein Hal is a halogen selected from F, Cl, Br and I; and R^{Y1} and R^{Y2} are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2} , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

35. **(Original)** The composition of claim 11 wherein the compound has the structure:



wherein R_3 - R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is $-\text{CHOR}^{Y1}$, $-\text{CHNR}^{Y1}\text{R}^{Y2}$, $\text{C}=\text{O}$, $\text{C}=\text{S}$, $\text{C}=\text{N}(\text{R}^{Y1})$ or $-\text{CH}(\text{Hal})$; wherein Hal is a halogen selected from F, Cl, Br and I; and R^{Y1} and R^{Y2} are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2} , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

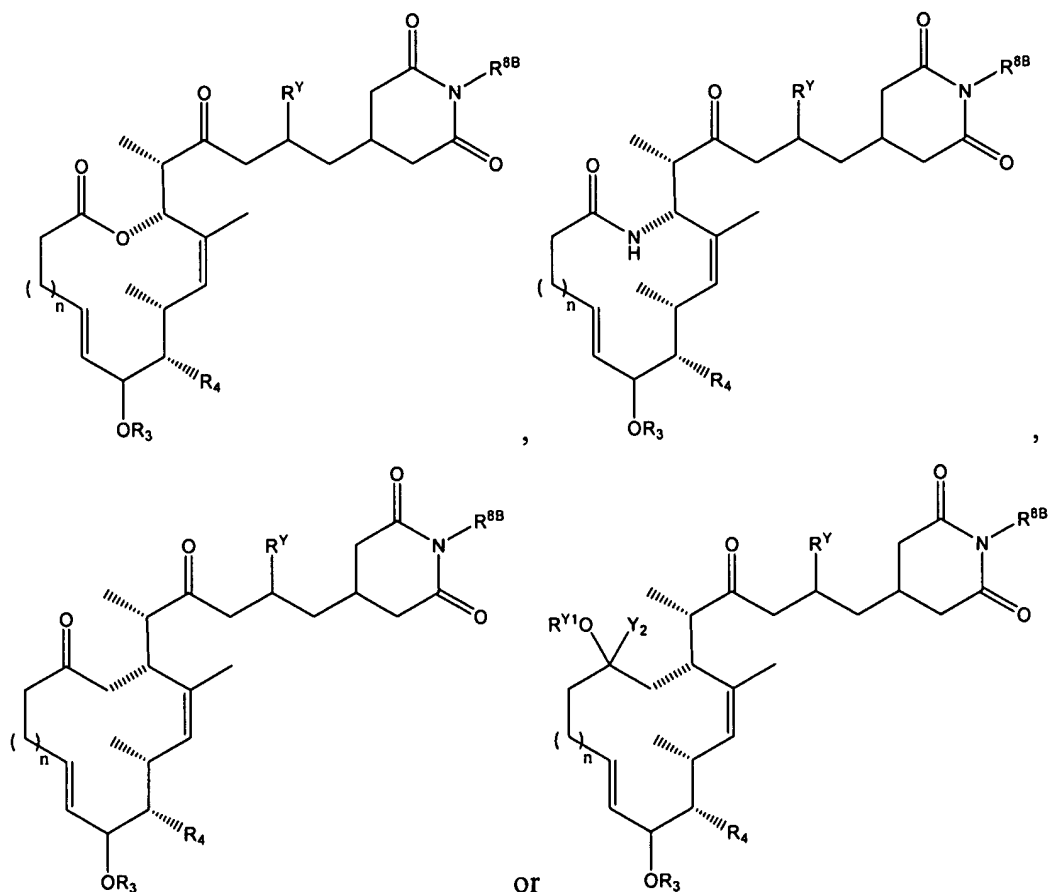
36. (Original) The composition of claim 11 wherein the compound has the structure:



wherein R_3 - R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl

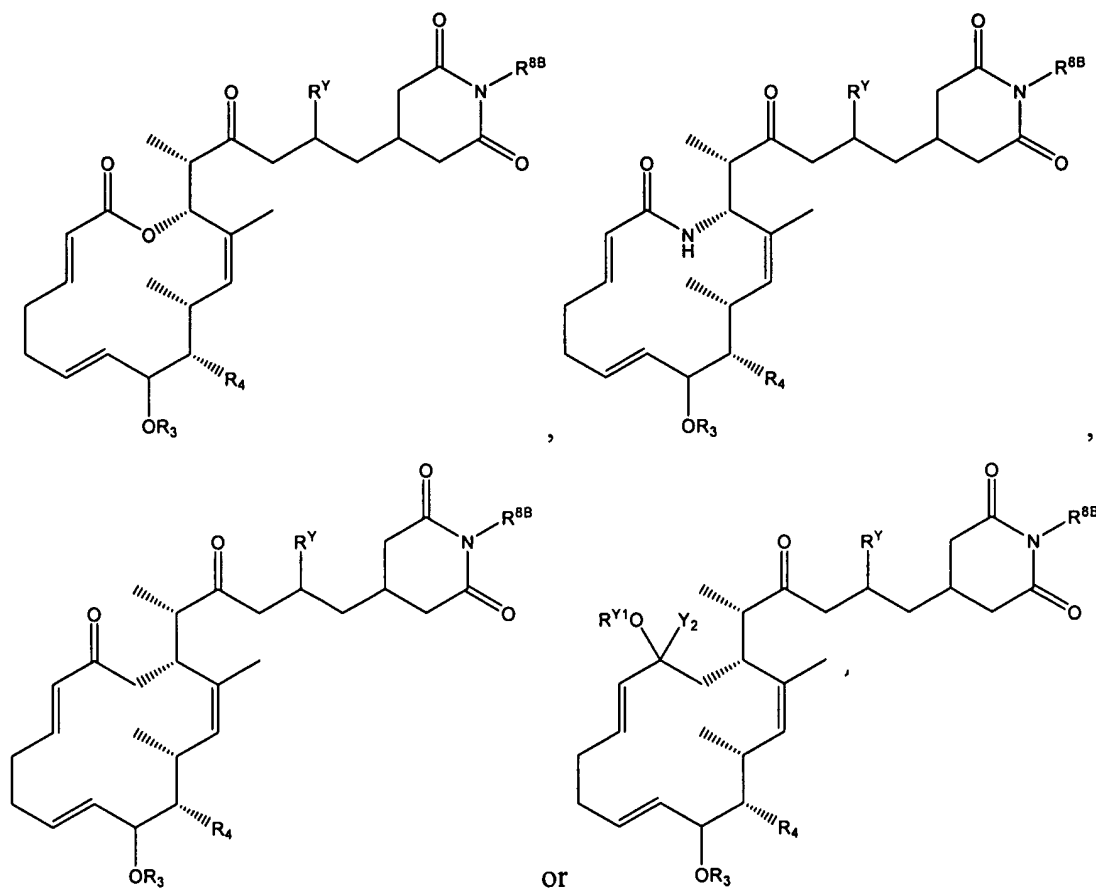
moiety; R^{8B} is hydrogen or lower alkyl; and Y is $-\text{CHOR}^{Y1}$, $-\text{CHNR}^{Y1}\text{R}^{Y2}$, $\text{C}=\text{O}$, $\text{C}=\text{S}$, $\text{C}=\text{N}(\text{R}^{Y1})$ or $-\text{CH}(\text{Hal})$; wherein Hal is a halogen selected from F, Cl, Br and I; and R^{Y1} and R^{Y2} are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2} , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

37. (Original) The composition of claim 11 wherein the compound has the structure:



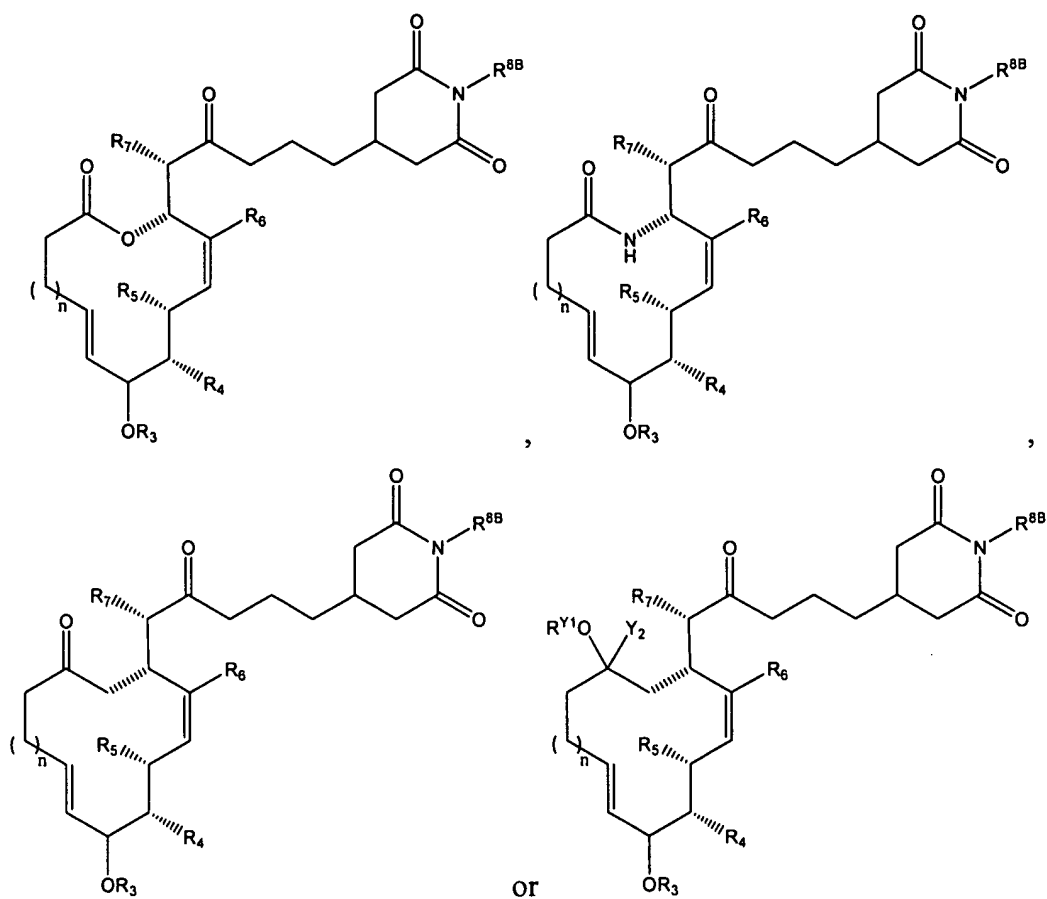
wherein n, R_3 and R_4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, halogen, $-\text{OR}^{Y1}$ or $-\text{NR}^{Y1}\text{NR}^{Y2}$; wherein R^{Y1} and R^{Y2} are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2} , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

38. (Original) The composition of claim 11 wherein the compound has the structure:



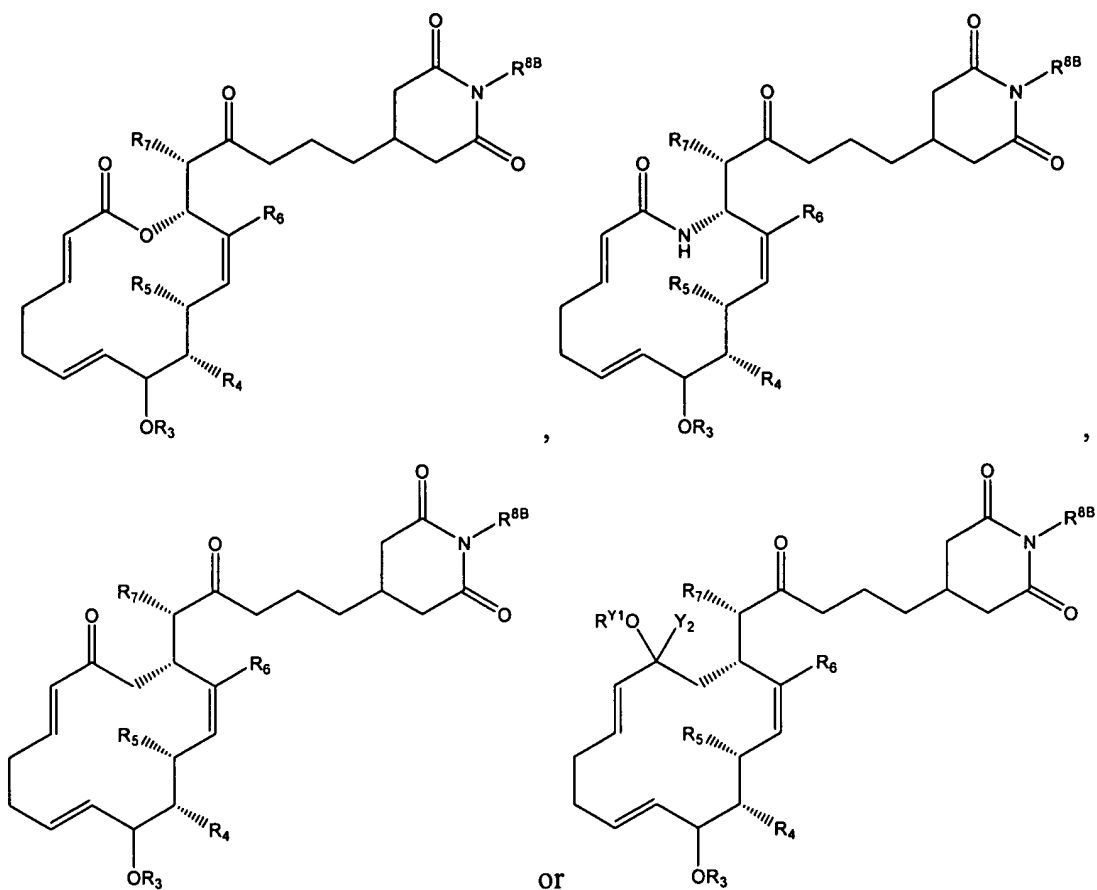
wherein R^3 and R^4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, halogen, $-OR^{Y1}$ or $-NR^{Y1}NR^{Y2}$; wherein R^{Y1} and R^{Y2} are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2} , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

39. (Original) The composition of claim 11 wherein the compound has the structure:



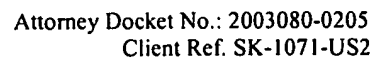
wherein R_3 - R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

40. **(Original)** The composition of claim 11 wherein the compound has the structure:



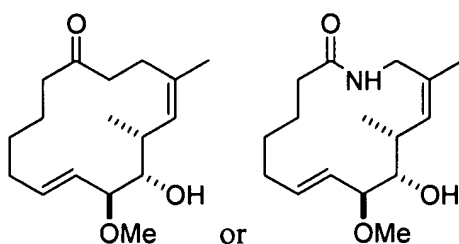
wherein R_3 - R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

41. **(Original)** The composition of claim 11 wherein the compound has the following structure:



43. **(Original)** The composition of claim 1, wherein the compound is present in an amount effective to inhibit metastasis of tumor cells.
44. **(Original)** The composition of claim 1, wherein the compound is present in an amount effective to inhibit angiogenesis.
45. **(Original)** The composition of claim 1, further comprising a cytotoxic agent.
46. **(Original)** The composition of claim 45, wherein the cytotoxic agent is an anticancer agent.
47. **(Original)** The composition of claim 1, further comprising a palliative agent.
48. **(Original)** A method for treating breast tumor metastasis in a subject comprising:
administering to a subject in need thereof a therapeutically effective amount of the composition of claim 1.
49. **(Original)** The method of claim 48, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.
50. **(Original)** The method of claim 48, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.
51. **(Original)** The method of claim 48, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.
52. **(Original)** The method of claim 48, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.

53. **(Original)** The method of claim 48, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.
54. **(Original)** The method of claim 48, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.
55. **(Original)** The method of claim 48, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.
56. **(Original)** The method of claim 48, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.
57. **(Original)** The method of claim 48, wherein the dosage is 10 mg/kg or greater of body weight.
58. **(Original)** The method of claim 48 wherein in the composition, the compound has one of the following structures:



59. **(Original)** The method of claim 58, wherein the composition is administered at a dosage between about 10 mg/kg to about 20 mg/kg of body weight.
60. **(Original)** The method of claim 48, further comprising administering a cytotoxic agent.
61. **(Original)** The method of claim 60, wherein the cytotoxic agent is an anticancer agent.

62. **(Original)** The method of claim 48, further comprising administering a palliative agent.